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*Attorneys for Debtors and Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS  
IN SUPPORT OF REORGANIZED  
DEBTORS' EIGHTY-SEVENTH OMNIBUS  
OBJECTION TO CLAIMS (PLAN  
PASSTHROUGH PROOFS OF CLAIM)**

**Response Deadline:  
June 16, 2021, 4:00 p.m. (PT)**

**Hearing Information If Timely Response Made:**

Date: June 30, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)  
United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby  
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,  
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is  
5 an affiliate of both AlixPartners, LLC and AP Services, LLC ("**APS**"). APS was previously retained to  
6 provide interim management services to Pacific Gas and Electric Corporation and Pacific Gas and  
7 Electric Company, as debtors and reorganized debtors (collectively, the "**Debtors**," or, as reorganized  
8 pursuant to the Plan, the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the  
9 "**Chapter 11 Cases**"). I submit this Declaration in support of the *Reorganized Debtors' Eighty-Seventh*  
10 *Omnibus Objection to Claims (Plan Passthrough Claims)* (the "**Omnibus Objection**"),<sup>1</sup> filed  
11 contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management  
13 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related  
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination  
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,  
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with  
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day  
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise  
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the  
20 knowledge of other AlixPartners professionals working under and alongside me on this matter, my  
21 discussions with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors  
22 and counsel, and my review of relevant documents and information prepared by the Reorganized  
23 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I  
24 am authorized to submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved  
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

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28 <sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in  
the Omnibus Objection.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the  
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process  
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity  
4 of filed claims based on those schedules and books and records. AlixPartners has developed and  
5 maintains a claims reconciliation database and various data management applications that are used by  
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not  
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now  
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to  
9 resolve disputed claims, including by formal objections as necessary.

10 4. As part of the claims review and reconciliation process described above, the AlixPartners  
11 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number  
12 of filed Proofs of Claim that, in accordance with the confirmed Plan, ride through the Chapter 11 Cases  
13 unimpaired such that the holders of these claims may continue to pursue them against the Reorganized  
14 Debtors outside of the Bankruptcy Court as if the Chapter 11 Cases had not been commenced.

15 5. The Omnibus Objection is directed to some of those Proofs of Claim—those specifically  
16 identified in **Exhibit 1** to the Omnibus Objection, in the column headed "Claims To Be Expunged," and  
17 referred to in the Omnibus Objection as the "Plan Passthrough Proofs of Claim." **Exhibit 1** to the  
18 Omnibus Objection was prepared by the AlixPartners team under my overall supervision, and I am  
19 familiar with both documents, their contents, and the process under which they were prepared.

20 6. The Plan Passthrough Proofs of Claim include two types of claims, each of which is  
21 unimpaired under the Plan and may be pursued as if the Chapter 11 Cases had not been commenced:  
22 First, the "**Postpetition Fire Claims**," which include any proofs of claim asserting a liability on the part  
23 of the Debtors arising from fires occurring after the Petition Date, including those relating to the Kincade  
24 Fire (as defined in the Plan). Pursuant to Section 10.3 of the Plan, any liability of the Debtors arising  
25 from any fire occurring after the Petition Date, including the Kincade Fire, that has not been satisfied in  
26 full as of the Effective Date shall not be discharged, waived, or released, and, instead, the Plan expressly  
27 provides that the Postpetition Fire Claims may be enforced or defended "in any court that would  
28 otherwise have jurisdiction if the Chapter 11 Cases had not been filed" and that no such claims need to

1 be filed in the Chapter 11 Cases. Second, the “**CBA Claims**,” which relate to prepetition grievance  
2 claims held by certain of the unions pursuant to the Collective Bargaining Agreements (as defined in the  
3 Plan). Pursuant to Section 8.6 of the Plan, the CBA Claims shall be resolved in the ordinary course of  
4 business in accordance with the terms of the Collective Bargaining Agreements (as defined therein).

5 7. As set forth in the letters attached to the Omnibus Objection as **Exhibit 2** and **Exhibit 3**,  
6 which are being sent to the holders of the Plan Passthrough Proofs of Claim along with the individualized  
7 notices of the Omnibus Objection, the Reorganized Debtors view the relief requested herein as purely  
8 administrative in nature and the expungement of the Plan Passthrough Proofs of Claim from the  
9 Bankruptcy Court claims register does not affect the holders’ underlying rights preserved under the Plan  
10 and their right to pursue the Claims outside of these Chapter 11 Cases.

11 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and  
12 correct to the best of my knowledge, information, and belief. Executed this twentieth day of May, 2021.

13 /s/ Robb McWilliams  
14 Robb McWilliams  
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